

# REQUEST FOR QUALIFICATIONS



**FOR  
BOND COUNSEL  
FOR  
THE CITY OF BATON ROUGE | PARISH OF EAST BATON ROUGE**

Solicitation No.: 20008-A21-06

RELEASE DATE: MAY 24, 2021

**RFQ OPENING DATE: JUNE 17, 2021, at 2:00 PM**

**CITY OF BATON ROUGE | PARISH OF EAST BATON ROUGE  
OFFICE OF THE MAYOR-PRESIDENT  
DIVISION OF PURCHASING**

MAY 24, 2021

## **KEY REMINDERS TO PROSPECTIVE PROPOSERS**

- Read the solicitation in its entirety.
- Contact the designated purchasing official only.
- Take advantage of the question and answer period.
- Provide complete answers and descriptions.
- Review the RFQ and your proposal before submitting.
- Submit your proposal on time, before the deadline.
- Retain the complete set of specifications and contract documents for your files.

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**City of Baton Rouge, Parish of East Baton Rouge, Louisiana**  
**Request for Qualifications No. 20008-A21-06**  
**Bond Counsel for the City of Baton Rouge – Parish of East Baton Rouge**  
**May 24, 2021**

**1. Purpose**

The Consolidated Government of the City of Baton Rouge and Parish of East Baton Rouge, Louisiana, invites you to submit your proposal for providing bond counsel services, for the years 2022 through 2026, with the option to extend the contract for up to two additional five-year terms, in accordance with the following requirements and specifications.

**2. Preliminary Matters**

**A. Overview**

The City of Baton Rouge-Parish of East Baton Rouge (“City-Parish”) requests submission of qualifications from law firms who have offices in Louisiana for various issuance of bonds, notes, and other obligations at the discretion of the City-Parish, City-Parish agencies, and other agencies which the Metropolitan Council acts as the governing authority. These other agencies include, but are not limited to, EBROSCO, fire protection districts, economic development districts, road lighting districts, and other districts that have been or may be created in accordance with Louisiana law or the City-Parish home rule charter (these entities individually and collectively will be referred to as the “City-Parish” throughout this RFQ).

The law firms responding to this RFQ shall be available to provide services to the City-Parish for the issuance of the Bonds for a period commencing on the date the firms are officially chosen by the City-Parish and ending on the date agreed upon by the parties, but no later than December 31, 2026, with the option to renew the contract for two additional five-year terms (the “Term”).

This RFQ explains generally what will be required of the law firm selected to provide Bond Counsel services to the City-Parish. Within this RFQ, law firms responding will sometimes be referred to as "responders," "proposers," or when convenient and appropriate, addressed in the second person as "you," "your," and "yours."

The firm chosen will enter a contract with the City-Parish and will act on behalf of the City-Parish in all matters undertaken in connection with the issuance of debt obligations or debt obligations for which the City-Parish is required to pledge its full faith and credit. No joint proposals will be accepted. The Parish Attorney’s Office (the “Parish Attorney”) is general counsel to the City-Parish and will serve with the law firm chosen as Bond Counsel.

Efforts of the firm employed as Bond Counsel will be coordinated by the Department of Finance and the Office of the Council Administrator-Treasurer.

The City-Parish reserves, without limitation, the right to: reject any and all proposals received in response to this RFQ; not make an appointment; make selections without conducting interviews or other discussions with proposers; conduct discussions with one or more proposers; and to cancel the RFQ at any time. No proposer shall have any rights against the City-Parish as a result of any such decisions. The City-Parish also reserves the right to waive strict compliance with this RFQ if the City-Parish, in its sole judgement, determines that such non-compliance does not have a significant adverse effect on the competitive process and that a waiver is in the best interests of the City-Parish.

Copies of the solicitation and related information are available from the City-Parish's Purchasing Division and the state's Procurement and Contract Network website, LaPAC, at <https://www.cfpd.doa.louisiana.gov/osp/lapac/dspBid.cfm?search=department&term=102>.

## **B. Background & Objective**

The City-Parish intends to retain a qualified Bond Counsel firm which has demonstrated by their responses to this RFQ that they possess the necessary experience, ability, and resources to maintain the high standards of legal services required to serve in the capacity of lead counsel to provide all legal services necessary in connection with its debt issuance program.

The City-Parish issues debt via a negotiated sale.

## **C. Minimum Qualifications**

The information provided in the response to this RFQ shall be used in determining whether a responder will be classified as qualified to perform services as Bond Counsel.

Meeting the following minimum qualification criteria does not ensure selection. Failure to meet minimum qualifications will result in disqualification. All responders must:

- Maintain a fully staffed office in Louisiana; and
- Have at least one attorney qualified to provide services under this RFQ and licensed to practice law in the State of Louisiana whose primary residence and legal domicile is in the State; and
- Be listed in the most current issue of "The Bond Buyer's Municipal Marketplace," Municipal Bond Attorney's Listing, or must be eligible for inclusion in the Fall 2021 edition or any subsequent edition.
- Have "substantial experience" in the practice of law related to municipal finance. For purposes of this RFQ, "substantial experience" shall mean that a responder has:
  - At least one attorney on staff who is actually domiciled, resides, and practices in Louisiana who has a minimum of ten (10) years of public finance experience as Bond Counsel, and
  - The law firm or at least one of its attorneys on the team to be assigned to this engagement has participated as Bond Counsel or Co-Bond Counsel with respect to sales tax revenue bonds, revenue bonds, and/or refunding bonds of any state in the United States within the past ten years.

## **3. Instructions for Submission of Proposals**

All proposals must be submitted **not later than 2:00 PM, on June 17, 2021**, to the Division of Purchasing at the following address:

Attention: Director of Purchasing  
P.O. Box 1471  
Baton Rouge, LA 70821

Responses to this RFQ may also be delivered by hand or by common carrier to our physical address at the following location:

Purchasing Division  
222 Saint Louis Street  
8th Floor, Rm. 826  
Baton Rouge, LA 70802

**Proposers are hereby advised that the U. S. Postal Service does not make deliveries to our physical location.**

Proposers shall submit responses to this RFQ between the hours of 8:00 AM and 5:00 PM, Monday through Friday, unless otherwise provided by a federal holiday, which then may be delivered by hand on the following business day, **not later than June 17, 2021, by 2:00 PM.** It is the responsibility of the proposer to ensure that its response is delivered timely. Late submissions will not be considered.

The outer envelope in which proposals are tendered should be marked:

**“PROPOSAL FOR BOND COUNSEL SERVICES OF  
CITY-PARISH GOVERNMENT DUE JUNE 17, 2021, at 2:00 PM.”**

Proposers shall submit one (1) signed hardcopy of the original proposal in a sealed envelope. Additionally, proposers should submit five (5) copies of bound and sealed proposals and one digital copy on a flash drive or DVD. Proposals will not be opened until after the final submission date and hour noted above. Proposals received after the deadline will not be considered.

The selection of the Bond Counsel will be based upon responses received to the criteria included in Section 5 of this document, through the evaluation process established in Section 7.

Fees shall not be included in the package. The selection committee will rank the proposers in order and negotiate a contract and fees with the top qualifier. If a contract cannot be agreed to with the top qualifier, the Committee will negotiate with the next qualified proposer.

The Louisiana Code of Governmental Ethics (Title 42, Chapter 15) prescribes restrictions against conflicts of interest and establishes guidelines to assure that appropriate ethical standards are followed. Each proposer is responsible for ensuring personal compliance with the Code of Government Ethics. If any question exists regarding potential violation of the Code of Ethics, responders should contact the Louisiana Ethics Administration prior to submission of the response to this RFQ. Any violation discovered after the fact shall be grounds for disqualification of response or cancellation of contract.

### **Inquiries**

Proposers shall submit ONLY written questions related to the proposal prior to June 7, 2021, at 5:00 pm to:

Kris Goranson, Director  
Purchasing Division  
P.O. Box 1471  
Baton Rouge, LA 70821  
Email: RFQA2106BONDCOUNSEL@brla.gov  
Fax: (225) 389-4841

or deliver by hand to the physical location:

222 Saint Louis Street, Rm. 826  
Baton Rouge, LA 70802

between the hours of 8:00 AM to 5:00 PM, Monday through Friday, unless otherwise provided by a federal holiday, which then may be delivered by hand on the following business day, not later than June 7, 2021, at 5:00 pm.

Proposers should direct all questions about the content of this RFQ or any necessary clarifications ONLY to the above contact.

**It is prohibited for any proposer to contact any member of the Metropolitan Council or any member of the Bond Services Committee for any questions or clarification requests with regard to this RFQ once the RFQ is issued on May 24, 2021.**

#### **4. Scope of Services**

Bond Counsel will be expected to provide complete legal representation on all matters with respect to the issuance of any new debt as well as existing debt, including but not limited to issues of state and federal law, taxation, compliance, and regulatory guidance, as well as additional special services as may be requested from time to time. The function of bond counsel shall include, but shall not necessarily be limited to the following:

1. Furnishing the approving legal opinion, acceptable to the purchasers of the debt, setting forth a description of the debt and opining as to the validity of the obligations, tax exemption, negotiability, arbitrage, and other matters customarily covered by such approving legal opinion.
2. Drafting, reviewing, and/or preparing or assisting in the preparation of all resolutions, notices, credit agreements, loan agreements, Bond Purchase Agreement and other legal documents necessary or appropriate to the obligation, issuance, sale, and delivery of any new debt obligations to ensure that the debt is issued in accordance with State and Federal laws and regulations;
3. Assisting in planning the financing and structuring of all debt obligations and, where appropriate, preparing enabling legislation;
4. Preparing, reviewing, and/or assisting in the preparation of any official statement(s) and other disclosure documents;
5. Assisting in annual continuing disclosure filings and preparing and uploading a notice of any event filings required by SEC rule 15c2-12 on the Electronic Municipal Market Access (EMMA) website, if necessary;
6. Resolving issues and answering questions regarding the issuance of new debt and issues related to outstanding debt that are raised by public officials and staff, and outside auditors;
7. Reviewing and/or verifying the financing plan, use of proceeds, and cash flows prepared by the financing team to ensure compliance with relevant arbitrage restrictions;
8. Obtaining from governmental authorities such approvals, rulings, permissions, and exemptions as bond counsel determines are necessary or appropriate;
9. Negotiate or assist in the negotiation of or changes to credit enhancement arrangements if necessary;
10. Negotiate or assist in the negotiation of the terms and conditions of debt obligations;
11. Assist with all required presentations and/or appearances (including rating agencies);

12. Attend all related meetings and participate in all related telephone conferences on behalf of the City-Parish;
13. Counsel and advise the City-Parish relative to all legal matters in connection with debt obligations;
14. Assist the City-Parish with determining the timing of the debt issues to preserve flexibility under tax laws;
15. Preparing or supervising the debt proceedings, including preparation of documents necessary or appropriate for the authorization, issuance, sale, and delivery of the debt;
16. Preparing and distributing closing documents (including the arbitrage certificate and filing all required tax certificates and forms relating to Federal and State taxation) to the appropriate parties and coordinate and conduct the closing of the transaction (selected counsel will be responsible for bond transcript preparation);
17. Assisting the Issuer or others in various aspects of preparing the official statement or other disclosure documents to be disseminated in connection with the sale of the debt;
18. Providing any of the above services where applicable and necessary relative to tax-exempt financings which do not involve the sale of bonds (e.g. Lease-purchase transactions).
19. Drafting of all proceedings and documents necessary, including advertisements, for the calling and ordering of elections called by the Metropolitan Council, including but not limited to fire protection districts;
20. Assisting in the final details of bonds, including maturity schedules, redemption features and marketing and delivery of the debt.
21. Assisting in other specified activities related to debt obligations.
22. Offering continuing legal advice as needed on issues related to the sale of bonds and any issues that arise post-sale and in particular any actions necessary to ensure that the interest of any tax-exempt debt will continue to be tax exempt.
23. Providing representation in the context of inquiries, audits, and investigations by the Internal Revenue Service or Securities and Exchange Commission.
24. Maintaining a sufficient level of staffing to be able to respond to requests from City-Parish personnel and Metropolitan Council members by phone or email within two hours;
25. Attending all Metropolitan Council meetings at which any matters related to bonds are on the agenda.

## **5. Required Components of Proposals**

Please note and observe the page limits shown below. Any additional information beyond what is listed below may be submitted with the response as an appendix. Please also note that when providing the information requested in this section, you should also refer to Section 3, Instructions for Presentation of Responses. Each offer for bond counsel intended to be responsive to this RFQ must answer the following inquiries:

### **A. Firm Qualifications & Experience.**

*Page limit – 10 pages (excluding any appendix) printed on 8.5" x 11" size paper*

1. Provide your firm's name and business address, date, and state of incorporation or partnership formation and principal place of business, years in practice and years of municipal finance experience. Describe your presence in the state of Louisiana and, and if applicable in East Baton Rouge Parish and the firm's commitment to the state of Louisiana and East Baton Rouge Parish, including number of offices, years of practice in the state and number of partners, directors, associates, and attorneys on staff domiciled and licensed in the state.

2. Identify the attorney on the team to be assigned to this engagement qualified to provide services under this RFQ whose primary residence and legal domicile is in the State.
3. Describe the experience of the attorneys in your firm in assisting public finance clients generally in issuing debt, or otherwise entering into tax-exempt or taxable obligations and include any information necessary to show the range of transactions in which they are familiar.
4. Identify the attorney(s) on staff who is domiciled, resides and practices in Louisiana who has a minimum of ten (10) years of public finance experience as Bond Counsel, and identify the office locations out of which these attorneys practice.
5. Identify the attorney who will be assigned to work as the lead attorney(s) for any sales tax revenue bond issues, notes, or other debt obligations and for any refundings.
6. Describe the work and experience of the law firm and attorneys that would best illustrate the firm's expertise as Bond Counsel or Co-Bond Counsel with respect to sales tax revenue bonds, revenue bonds and and/or refunding bonds of any state in the United States within the past ten years. Provide a list of transactions for the last ten years for which you acted as Bond Counsel or Co-Bond Counsel. The list of transactions should include the date of issue, issuer, amount, series name, or refunding, taxable or tax-exempt, attorneys that worked on the transactions, and role (Lead Bond Counsel or Co-Bond Counsel). This transaction listing may be provided in a separate appendix.
7. For Sales Tax Revenue Bonds, notes, and other debt obligations. Describe the experience of the attorneys in your firm with the Federal and State law practice in issuing sales tax revenue bonds, notes, and other debt obligations; and preparation of Preliminary Official Statements and Official Statements. Discuss any legal issues that in your opinion will be relevant to the potential issuance of the City-Parish debt. Provide any information unique to your firm regarding your ability to represent the City-Parish for the issuance of debt obligations.
8. For refunding bonds. Describe past performance as Bond Counsel and expertise in the area of issuing both taxable and tax-exempt refunding bonds to secure debt service savings and your firm's capabilities in complying with Treasury arbitrage regulations regarding tax exempt bonds. Discuss any legal issues that in your opinion will be relevant to the potential refunding of debt. Provide any information unique to your firm regarding your ability to represent the City-Parish for refunding bonds.
9. Provide brief resumes or curriculum vitae of all attorneys, from partner level to associate, who will be assigned to work with the City-Parish. Identify the attorney(s) who will be assigned to work as the lead attorney(s) for any debt issues and refundings of debt as an appendix to the response (this component will not count toward the response page limit).
10. Identify and describe any potential or actual conflict of interest that may arise upon your firm's engagement as Bond Counsel pursuant to this request. This disclosure should include, but not be limited to, any family or business relationship your firm, or any attorney or employee in your firm has or may have with any member of the Metropolitan Council, their staff, other City-Parish employees, or other City-Parish elected officials (including legal representation).
11. Provide a list of all pending or contemplated lawsuits, if any, where your firm represents any party in an action against the City-Parish or any City-Parish board, agency, commission, or other City-Parish related party. This list shall include the caption of the suit, the party you represent, the names of all other parties to the suit, and a brief description of the cause(s) of action asserted therein. Please disclose where your firm

has a written waiver of conflict of interest from the City-Parish. Please cover the period 2017 through the present.

12. Provide the limits of your firm's malpractice coverage. Please state whether your firm has settled any past claims or has any claims pending against it related to opinions delivered in prior debt issues.

13. Provide a statement of the firm's diversity and inclusivity statement and the ways that the firm is pursuing the goals of diversity and inclusion for women, minorities, veterans, and other underrepresented groups.

14. Give a brief but complete description of any criminal proceeding, criminal investigation, or other oversight entity's investigation of alleged securities laws violations involving your firm (all areas of the firm) or any professionals in your firm who would be performing services on City-Parish bond and debt issues on a day to day basis as lead counsel and assisting counsel.

15. List three professional references, including names, addresses, telephone numbers and email addresses of clients which are familiar with your firm's work and qualifications in the field of public finance law generally, and, if applicable or available, municipal bond work in particular.

#### **B. Fees**

State if your firm is willing to perform services in accordance with the Louisiana Attorney General Maximum Fee Schedule for bond counsel.

### **6. RFQ Timetable**

<i><b>Item</b></i>	<i><b>Anticipated Schedule</b></i>
<i>RFQ Issued</i>	<i>May 24, 2021</i>
<i>Deadline to Receive Written Inquiries</i>	<i>June 7, 2021 at 5:00 pm</i>
<i>Deadline to Answer Written Inquiries</i>	<i>June 11, 2021</i>
<i>Proposal Submission Deadline</i>	<i>June 17, 2021 at 2:00 pm</i>
<i>Notice of Intent to Award / Bond Counsel Selection / Commence Contract Negotiation</i>	<i>July 2021</i>

**\*The City-Parish reserves the right to deviate from these dates.**

### **7. Method of Selection**

Proposals which meet the minimum qualifications set forth in Section 2(C) herein will be evaluated by the bond services committee comprised of the Director of Finance or their designee, the Council Administrator-Treasurer or their designee, and the Parish Attorney or their designee. Based on such evaluation, the committee will select a Bond Counsel from the firms that submit responses to this RFQ.

## **Selection Criteria:**

The following criteria will be used as a basis for the selection of the Bond Counsel:

- **RELEVANT EXPERIENCE AND PRESENCE OF FIRM (45 POINTS)**

The background and experience of the firm working with Louisiana political subdivisions as bond counsel. An office presence in East Baton Rouge Parish may be considered in this criterion.

- **TEAM MEMBERS/PERSONNEL (30 POINTS)**

The personnel the firm proposes to commit to work on City-Parish bond matters and other related services, and the specific qualifications of these individuals.

- **REFERENCES (15 POINTS)**

The reports from references regarding the firm's work.

- **COMMITMENT TO DIVERSITY AND INCLUSION (10 POINTS)**

The firm's commitment to promotion of full and equal opportunities for women, minorities, and veterans, and other underrepresented groups.

## **TOTAL – 100 POINTS**

The committee reserves the right to disqualify any responses, to waive any and all formalities outlined in this RFQ, to request additional information or clarification of any response, and to classify and select counsel and retain such counsel that, in its judgment, will best meet the objectives stated in this RFQ.

## **8. Addenda, Supplements, & Amendments to RFQ**

In the event that it becomes necessary to revise any part of the RFQ, an addendum, supplement, or amendment to the RFQ will be posted at <https://www.wcfprd.doa.louisiana.gov/osp/lapac/dspBid.cfm?search=department&term=102>.

It is the responsibility of the proposer to check the website for any addendums, supplements, or amendments made to the RFQ.

## **9. Independent Registered Municipal Advisor**

The City-Parish retains an Independent Registered Municipal Advisor on a per transaction basis. On the most recent debt transactions, the City-Parish retained Government Consultants of Louisiana, Inc.